

# **EXHIBIT C**

# **REDACTED**



Deposition of:  
**Robert Friedman**

*January 18, 2021*

In the Matter of:  
**SM Kids LLC v. Google LLC**

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UNITED STATES DISTRICT COURT

FOR THE SOUTHERN DISTRICT OF NEW YORK

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SM KIDS, LLC :

Plaintiff :

v. : Civil Action No.

GOOGLE, LLC, et al. : 1:18-cv-02637-LGS

Defendants :

- - - - -x

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Monday, January 18, 2021

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REMOTE ZOOM AUDIO/VIDEO deposition of ROBERT  
FRIEDMAN, beginning at 10:02 a.m., before  
Christina S. Hotsko, RPR, CRR, when were present on  
behalf of the respective parties:

<p style="text-align: right;">Page 2</p> <p>1 APPEARANCES (Via Zoom)</p> <p>2 On behalf of Plaintiff:</p> <p>3 JOHN M. MAGLIERY, ESQUIRE</p> <p>4 Davis Wright Tremaine, LLP</p> <p>5 1251 Avenue of the Americas 21st Floor</p> <p>6 New York, New York 10020-1104</p> <p>7 (212) 603-6422</p> <p>8 johnmagliery@dwt.com</p> <p>9</p> <p>10 On behalf of Defendant:</p> <p>11 CHARLIE LOW, ESQUIRE</p> <p>12 IAN SHAPIRO, ESQUIRE</p> <p>13 Cooley, LLP</p> <p>14 55 Hudson Yards</p> <p>15 New York, New York 10001-2157</p> <p>16 (212) 479-6859</p> <p>17 chlow@cooley.com</p> <p>18 ishapiro@cooley.com</p> <p>19</p> <p>20 JANE VAN BENTEN, ESQUIRE</p> <p>21 Cooley, LLP</p> <p>22 1299 Pennsylvania Avenue, Northwest, Suite 700</p> <p>Washington, D.C. 20004</p> <p>(202) 728-7106</p> <p>jvanbenten@cooley.com</p> <p>ALSO PRESENT:</p> <p>Samuel Francis, Video Technician</p> <p>Matthew Riesdorph, Veritext</p>	<p style="text-align: right;">Page 4</p> <p>1 FRIEDMAN DEPOSITION EXHIBITS: MARKED</p> <p>2 Exhibit 110 Googles.com Content, 112</p> <p>November 2016</p> <p>3</p> <p>4 Exhibit 111 E-mail Chain 119</p> <p>5 Exhibit 112 E-mail Chain 122</p> <p>6 Exhibit 113 Final Googles Investor Package 126</p> <p>7 Exhibit 114 Googles.com Proposal 135</p> <p>8 Exhibit 115 Googles Press Release Draft 137</p> <p>9 Exhibit 116 E-mail Chain 146</p> <p>10 Exhibit 117 E-mail Chain 153</p> <p>11 Exhibit 118 E-mail Chain 155</p> <p>12 Exhibit 119 E-mail Chain 163</p> <p>13 Exhibit 120 E-mail Chain 167</p> <p>14 Exhibit 121 E-mail Chain 169</p> <p>15 Exhibit 122 E-mail Chain 185</p> <p>16 Exhibit 123 E-mail Chain 186</p> <p>17 Exhibit 124 E-mail Chain 198</p> <p>18 Exhibit 125 E-mail Chain 206</p> <p>19</p> <p>20</p> <p>21 (Exhibits attached to transcript.)</p> <p>22</p>
<p style="text-align: right;">Page 3</p> <p>1 CONTENTS</p> <p>2 EXAMINATION BY: PAGE</p> <p>3 Counsel for Defendants 06</p> <p>4 Counsel for Plaintiff 216</p> <p>5</p> <p>6 FURTHER EXAMINATION BY: PAGE</p> <p>7 Counsel for Defendant 224</p> <p>8</p> <p>9</p> <p>10 FRIEDMAN DEPOSITION EXHIBITS: MARKED</p> <p>11 Exhibit 100 Friedman Wikipedia Page 10</p> <p>12 Exhibit 101 E-mail Chain 27</p> <p>13 Exhibit 102 Googles Manifesto, Version 12, 38</p> <p>14 18 May 2016</p> <p>15 Exhibit 103 Googles Agreement, 30 June 2016 41</p> <p>16 Exhibit 104 Googles Agreement, March 2018 61</p> <p>17 Exhibit 105 Googles Discussion 68</p> <p>18 Presentation, 1 Sept 2016</p> <p>19 Exhibit 106 Googles Show Creative 83</p> <p>20 Exhibit 107 E-mail Chain 86</p> <p>21 Exhibit 108 E-mail Chain 92</p> <p>22 Exhibit 109 Googles Budget, Sizzle, and 100</p> <p>Discussion</p>	<p style="text-align: right;">Page 5</p> <p>1 PROCEEDINGS</p> <p>2 VIDEO TECHNICIAN: Good morning. The</p> <p>3 time now is 10:02 a.m. We're going on the record</p> <p>4 on January 18th, 2021.</p> <p>5 This is the remote recorded deposition of</p> <p>6 Mr. Robert Friedman taken in the matter of</p> <p>7 SM Kids, LLC, versus Google, LLC, et al., filed in</p> <p>8 the United States District Court, Southern</p> <p>9 District of New York, case number 1:18-cv-02637.</p> <p>10 My name is Samuel Francis from the firm</p> <p>11 Veritext Legal Solutions. The court reporter is</p> <p>12 Christina Hotsko from the firm Veritext Legal</p> <p>13 Solutions.</p> <p>14 Will counsel please state their</p> <p>15 appearances and affiliations for the record.</p> <p>16 MR. SHAPIRO: Ian Shapiro and Charlie Low</p> <p>17 of Cooley, LLP, for the defendants.</p> <p>18 MR. MAGLIERY: Is Jane on also? Is she</p> <p>19 making an appearance?</p> <p>20 MR. SHAPIRO: Oh, sure. And Jane</p> <p>21 van Bente for Cooley.</p> <p>22 MR. MAGLIERY: And it's John Magliery,</p>

<p style="text-align: right;">Page 26</p> <p>1 Q. Do you recall how many there were?</p> <p>2 A. No.</p> <p>3 Q. And do you recall how long they were?</p> <p>4 A. I don't.</p> <p>5 Q. Do you recall reviewing anything else?</p> <p>6 A. In the context of --</p> <p>7 MR. MAGLIERY: Objection to form.</p> <p>8 THE WITNESS: -- content?</p> <p>9 BY MR. SHAPIRO:</p> <p>10 Q. In the context of what?</p> <p>11 A. Are you asking in terms of the context of</p> <p>12 content, i.e., gaming and animations, or anything</p> <p>13 else?</p> <p>14 Q. Yeah. Any other content associated with</p> <p>15 the website as it existed in 2008 --</p> <p>16 A. There were --</p> <p>17 Q. -- or as -- associated with the business</p> <p>18 in 2008.</p> <p>19 A. Sure. There were a few things sent to</p> <p>20 me; I just don't remember what they were, whether</p> <p>21 they were T-shirts or items for sale.</p> <p>22 Q. Okay. And those animated videos you</p>	<p style="text-align: right;">Page 28</p> <p>1 there in a minute.</p> <p>2 THE WITNESS: Okay. I'm sorry.</p> <p>3 MR. MAGLIERY: Charlie will tell us when</p> <p>4 it's loaded.</p> <p>5 MR. LOW: It's loaded.</p> <p>6 MR. MAGLIERY: Okay. So now press the</p> <p>7 marked exhibit folder again.</p> <p>8 THE WITNESS: Okay. And I'm going to</p> <p>9 open that up.</p> <p>10 MR. MAGLIERY: Yep.</p> <p>11 THE WITNESS: Okay. Stephen Garchik to</p> <p>12 Robert Friedman. Okay. I have it in front of me.</p> <p>13 BY MR. SHAPIRO:</p> <p>14 Q. And let me know when you've had a chance</p> <p>15 to read the e-mail chain, and then I'll ask you</p> <p>16 some questions about it.</p> <p>17 A. Okay. I've got it. I've read it.</p> <p>18 Q. Do you see that the first sentence says,</p> <p>19 "I just wanted to update you on where we are on</p> <p>20 our proposal"?</p> <p>21 A. Yes.</p> <p>22 Q. Do you see that?</p>
<p style="text-align: right;">Page 27</p> <p>1 described, did they have music in them?</p> <p>2 A. Yes.</p> <p>3 MR. SHAPIRO: Let's mark as Defendants'</p> <p>4 Exhibit 101 an e-mail Bates stamped 9875 through</p> <p>5 9876.</p> <p>6 (Friedman Deposition Exhibit 101 marked</p> <p>7 for identification and attached to the</p> <p>8 transcript.)</p> <p>9 BY MR. SHAPIRO:</p> <p>10 Q. And you can let me know when you've had a</p> <p>11 chance to receive it and review it, Mr. Friedman.</p> <p>12 MR. RIESDORPH: And Mr. Friedman, that</p> <p>13 marked exhibit folder on the left-hand side, if</p> <p>14 you just click that, it will refresh it for you</p> <p>15 once it's been loaded.</p> <p>16 THE WITNESS: All right. And now I</p> <p>17 should just move this over, right? And just</p> <p>18 open -- and I should open the exhibit?</p> <p>19 BY MR. SHAPIRO:</p> <p>20 Q. Yes.</p> <p>21 A. It's coming up as Wikipedia.</p> <p>22 MR. MAGLIERY: Another one will go in</p>	<p style="text-align: right;">Page 29</p> <p>1 A. Yes.</p> <p>2 Q. What were you asked to prepare a proposal</p> <p>3 for?</p> <p>4 A. The proposal was to reskin and evolve</p> <p>5 what was currently the website. So the first part</p> <p>6 of the proposal, if I remember correctly, was to</p> <p>7 develop a positioning paper, if you will, on what</p> <p>8 this new content and platform would look like.</p> <p>9 MR. SHAPIRO: Can you read back that</p> <p>10 answer, Christina?</p> <p>11 (The reporter read the record as</p> <p>12 requested.)</p> <p>13 BY MR. SHAPIRO:</p> <p>14 Q. What do you mean by reskin the website?</p> <p>15 A. In other words, in looking at it, to be</p> <p>16 perfectly honest, we didn't think it was great and</p> <p>17 contemporary. So our proposal was what we would</p> <p>18 do to make it such.</p> <p>19 Q. And this plan to reskin the website was</p> <p>20 for the purpose of presenting to investors,</p> <p>21 platforms, and potential media partners; is that</p> <p>22 correct?</p>

<p style="text-align: right;">Page 30</p> <p>1 MR. MAGLIERY: Objection.</p> <p>2 THE WITNESS: Well, the first step was to</p> <p>3 share our plan with Steve, because he was going to</p> <p>4 be funding this himself.</p> <p>5 BY MR. SHAPIRO:</p> <p>6 Q. And then -- and then the plan would be</p> <p>7 shared with investors, platforms, and potential</p> <p>8 media partners?</p> <p>9 A. Yes.</p> <p>10 Q. And the idea was that one of those</p> <p>11 investors, platforms, or potential media partners</p> <p>12 could either buy the website or invest in the</p> <p>13 development of the website; is that fair?</p> <p>14 MR. MAGLIERY: Objection.</p> <p>15 THE WITNESS: The ongoing assumption was</p> <p>16 that we would produce and develop the content with</p> <p>17 whichever partner we did in the same way that most</p> <p>18 television is done.</p> <p>19 BY MR. SHAPIRO:</p> <p>20 Q. And that could also include selling the</p> <p>21 website?</p> <p>22 MR. MAGLIERY: Objection.</p>	<p style="text-align: right;">Page 32</p> <p>1 how much of that investment or how much of equity</p> <p>2 they would own, really, at this stage it was too</p> <p>3 early to decide. It's as if you were going in</p> <p>4 with a television series or a movie to a network.</p> <p>5 They may say, I'm willing to put up half or I'm</p> <p>6 willing to fund it all or a whole variant, if you</p> <p>7 will. So it really wasn't contemplated at this</p> <p>8 point.</p> <p>9 BY MR. SHAPIRO:</p> <p>10 Q. And was the development of the</p> <p>11 presentation to investors, platforms, and</p> <p>12 potential media partners for the purpose of</p> <p>13 attracting a party that would fund the development</p> <p>14 of the content for the new reskinned website?</p> <p>15 A. Yes.</p> <p>16 MR. MAGLIERY: Objection. Sorry.</p> <p>17 BY MR. SHAPIRO:</p> <p>18 Q. And who is Karen Salmansohn?</p> <p>19 A. Karen was the woman that Garchik and</p> <p>20 Allan had worked with early on on some of the</p> <p>21 development of this. And they decided -- and</p> <p>22 asked us if we would speak with her to see whether</p>
<p style="text-align: right;">Page 31</p> <p>1 THE WITNESS: It was not discussed in</p> <p>2 terms of selling the website. It was looking at a</p> <p>3 partner to fund it. What rights they would have</p> <p>4 as opposed to what rights we would have had not</p> <p>5 been discussed at that point until we had the</p> <p>6 discussions with them.</p> <p>7 BY MR. SHAPIRO:</p> <p>8 Q. If you look at the third sentence it</p> <p>9 says, "We have developed our go-forward strategy</p> <p>10 on what to include in the presentation to</p> <p>11 investors, platforms, and potential media partners</p> <p>12 who may also represent buyers."</p> <p>13 Do you see that?</p> <p>14 A. Yes.</p> <p>15 Q. Wasn't a sale of the website one of the</p> <p>16 options on the table?</p> <p>17 MR. MAGLIERY: Objection.</p> <p>18 THE WITNESS: I'm trying to understand,</p> <p>19 you know, your question.</p> <p>20 A buyer would still need someone to</p> <p>21 produce the content. So the ongoing assumption</p> <p>22 was that is that we would develop that. You know,</p>	<p style="text-align: right;">Page 33</p> <p>1 it made sense for her to continue in some form on</p> <p>2 the group that we put together to move forward.</p> <p>3 Q. And had you worked with Karen Salmansohn</p> <p>4 before?</p> <p>5 A. No.</p> <p>6 Q. And what did you decide with respect to</p> <p>7 whether or not you would work with Karen</p> <p>8 Salmansohn going forward?</p> <p>9 A. We thought that she had some interesting</p> <p>10 creative instincts. We thought that she could</p> <p>11 work with us on the go-forward. But there were</p> <p>12 business reasons why we decided not to go forward</p> <p>13 with her.</p> <p>14 Q. And what were those business reasons?</p> <p>15 A. Her role was to be a work-for-hire role</p> <p>16 to come up with some story, and I think her</p> <p>17 expectation was that her role would be greater</p> <p>18 than that, either as an equity partner or</p> <p>19 something else.</p> <p>20 Q. And this e-mail is dated April 2016.</p> <p>21 With -- in relation to this e-mail, when did your</p> <p>22 relationship with Mr. Garchik and Mr. Cohen in</p>

<p style="text-align: right;">Page 34</p> <p>1 connection with the Googles.com website begin?</p> <p>2 MR. MAGLIERY: Objection.</p> <p>3 THE WITNESS: We began talking to them</p> <p>4 probably a couple of years before this, even,</p> <p>5 general discussions about this.</p> <p>6 BY MR. SHAPIRO:</p> <p>7 Q. And what, if any, services did Bungalow</p> <p>8 provide a couple of years earlier?</p> <p>9 MR. MAGLIERY: Objection.</p> <p>10 Go ahead.</p> <p>11 BY MR. SHAPIRO:</p> <p>12 Q. Let me walk you -- let me -- let me ask</p> <p>13 you the question this way.</p> <p>14 A. Sure.</p> <p>15 Q. Beginning in 2014, when you recall the</p> <p>16 relationship beginning, what, if anything, had</p> <p>17 Bungalow done between 2014 and 2016, April of</p> <p>18 2016, when you're being asked to put together a</p> <p>19 proposal?</p> <p>20 A. I'm not a hundred percent sure. We had</p> <p>21 done up a positioning document with them, but I'm</p> <p>22 not sure where that fell. I just don't recall</p>	<p style="text-align: right;">Page 36</p> <p>1 Q. -- the timing -- do you recall any other</p> <p>2 specific services that were provided to</p> <p>3 Mr. Garchik and Mr. Cohen relating to the</p> <p>4 Googles.com website before the spring of 2016?</p> <p>5 A. There were no paid services.</p> <p>6 Q. And with respect to unpaid services, do</p> <p>7 you recall anything specific that Bungalow</p> <p>8 provided to Mr. Garchik and Mr. Cohen?</p> <p>9 A. I don't recall.</p> <p>10 Q. And am I right that, as of April 9th,</p> <p>11 2016, the plan was to create a presentation that</p> <p>12 could be provided to investors, platforms, and</p> <p>13 potential media partners?</p> <p>14 MR. MAGLIERY: Objection.</p> <p>15 BY MR. SHAPIRO:</p> <p>16 Q. Is that right?</p> <p>17 A. Yes. But the presentation would include</p> <p>18 content.</p> <p>19 Q. And in addition to the presentation, you</p> <p>20 were also expected to prepare a budget; is that</p> <p>21 correct?</p> <p>22 A. Yes.</p>
<p style="text-align: right;">Page 35</p> <p>1 timing-wise. But we were talking a lot about</p> <p>2 this. This was the formal sort of go-forward in</p> <p>3 terms of what we would provide in terms of content</p> <p>4 and other things.</p> <p>5 Q. Do you recall anything concrete that was</p> <p>6 provided to Mr. Garchik or Mr. Cohen relating to</p> <p>7 the Googles.com website before April of 2016?</p> <p>8 MR. MAGLIERY: Objection.</p> <p>9 THE WITNESS: I don't recall the exact</p> <p>10 date, as I said, and I'll say it again. We had</p> <p>11 done a positioning document for them. I'm not</p> <p>12 sure where that fell --</p> <p>13 BY MR. SHAPIRO:</p> <p>14 Q. Okay.</p> <p>15 A. -- timing-wise.</p> <p>16 Q. Are you referring to the Googles</p> <p>17 manifesto? Is that the positioning document?</p> <p>18 A. Yes.</p> <p>19 Q. Okay. In addition to the Googles</p> <p>20 manifesto -- and I will show you that in a few</p> <p>21 moments so that you have --</p> <p>22 A. Okay.</p>	<p style="text-align: right;">Page 37</p> <p>1 Q. And the budget was the budget for what?</p> <p>2 A. The budget would be over the initial</p> <p>3 launch -- well, just to clarify, there was a</p> <p>4 budget that we prepared for Allan and Steve to</p> <p>5 actually produce the initial content that became</p> <p>6 something that we put on the website. And then</p> <p>7 there was a budget that would have to be prepared</p> <p>8 for the launch of this initiative that the</p> <p>9 investors would participate in.</p> <p>10 Q. And for the sake of using the same terms,</p> <p>11 that budget for the initial content, how did you</p> <p>12 refer to that when you were talking to Mr. Garchik</p> <p>13 and Mr. Cohen?</p> <p>14 A. That's the budget that's referred to</p> <p>15 here. It would cost you X number of dollars for</p> <p>16 us to prepare X amount of content. And that</p> <p>17 content we would put on the website as well as use</p> <p>18 it in a future presentation to investors.</p> <p>19 Q. Okay. So that was the budget for the</p> <p>20 preparation of the presentation, which included a</p> <p>21 certain amount of initial content, correct?</p> <p>22 A. Yes. Yes, it did.</p>









<div>Page 190</div> <div>[REDACTED]</div>	<div>Page 192</div> <div>[REDACTED]</div>
<div>Page 191</div> <div>[REDACTED]</div>	<div>Page 193</div> <div>[REDACTED]</div>